## STATE OF CONNECTICUT

	INSURANCE DEPARTMENT	
In the Matter of:		:
PROPOSED ACQUISITION OF	CONTROL OF:	:
THE TRAVELERS INSURANC insurance company	E COMPANY, a Connecticut	· : :
and		: : Docket No. EX 05-21
THE TRAVELERS LIFE AND A Connecticut insurance company	ANNUITY COMPANY, a	: :
Ву		<b>:</b>
METLIFE, INC., a Delaware cor	poration	: : X

## <u>ORDER</u>

I, Susan F. Cogswell, Insurance Commissioner of the State of Connecticut, having read the record in the above captioned matter and having been in attendance for substantially all of the June 7, 2005 public hearing related to the captioned matter and having read the record, do hereby adopt the findings and recommendation of Mark R. Franklin, Hearing Officer, which are contained in the attached Proposed Final Decision, dated June 22, 2005; and issue the following orders, TO WIT:

- 1. The Form A Application of MetLife, Inc., ("Applicant" or "MetLife in which they seek to acquire control of The Travelers Insurance Company ("TIC"), and The Travelers Life and Annuity Company ("TLAC" and collectively with TIC, "Travelers" or the "Domestic Insurers"), both domestic insurers organized under the laws of Connecticut is hereby approved.
- 2. The Applicants and Travelers shall comply with their commitments as set forth in paragraphs 61 to 85 in the Findings of Fact in the Proposed Final Decision and in their letter dated June 7, 2005 to the Insurance Commissioner.

- 3. The Applicants shall provide the Insurance Department with written confirmation of the consummation of the acquisition of control by the end of the month the acquisition of control takes place.
- 4. For a period of three (3) years, the Domestic Insurers shall file semiannually with the Insurance Department, commencing six months from consummation of the transaction, a report under oath of its business operations in Connecticut, including but not limited to, the status of the integration with the Applicants, changes to the business of the Domestic Insurers; employment levels; changes in officers of the Domestic Insurers; any changes in location of its operations in Connecticut; and charitable contributions; and, notice of any statutory compliance or regulatory actions taken by other state regulatory authorities against the Applicant and Domestic Insurers.
- 5. For a period of three (3) years, the Domestic Insurers shall file quarterly with the Insurance Department, commencing three months from consummation of the transaction, a report under oath of its employment levels in Connecticut, including but not limited to number of ongoing and transitional employees by position level and average compensation in each of the four operating areas; assessment as to positive or negative change in employee numbers; number of positions open; number of employees who have voluntarily terminated since last reporting period.
- 6. The Applicants shall provide the Department with the names and titles of those individuals who will be responsible for filing transactions for prior approval pursuant to Conn. Gen. Stats. 38a-135 and 38a-136.
- 7. Within fifteen (15) days following the end of the month in which the proposed acquisition is consummated, MetLife shall file an amended Insurance Holding Company System Annual

Registration Statement pursuant to section 38a-138-10 of the Regulations of Connecticut State Agencies.

- 8. If the proposed transaction is not consummated within three (3) months of the date of this Order and the Applicants intend to consummate the proposed transaction, the Applicants shall submit to the Commissioner a statement, which shall include (1) the reason for the Applicants' inability to consummate the proposed transaction; (2) any material changes in the information contained in the Form A Application; and (3) the current financial statements of the Applicants and the Domestic Insurers.
- 9. The Domestic Insurers shall, at all times, maintain their books, records, and assets in Connecticut pursuant to Connecticut law, unless otherwise approved by the Commissioner.
- 10. The Applicants shall pay expenses incurred by the Insurance Commissioner in connection with the Insurance Department's review of the captioned transaction pursuant to sections 38a-132(a)(3) and 38a-132(c) of the Connecticut General Statutes.

Dated at Hartford, Connecticut, this 30 day of June, 2005

Susan F. Cogswell

Insurance Commissioner